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Telephone: 408-295-1700
Facsimile: 408-295-1531

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02 MAY 13 PM 12:03

U.S. BANKRUPTCY COURT
NORTHERN DIST. OF CA.
SAN FRANCISCO, CA.

Attorneys for Debtors Netcentives, Inc., Maxmiles,
Inc. and Post Communications, Inc.

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA, DIVISION 3**

<p>In re NETCENTIVES, INC., Debtor.</p>	<p>Case No. 01-32597 -SFM-11 (LEAD CASE) Chapter 11</p>
<p>In re POST COMMUNICATIONS, INC., Debtor.</p>	<p>Case No. 01-32620-SFM-11 Chapter 11</p>
<p>In re MAXMILES, INC., Debtor.</p>	<p>Case No. 01-32621-SFM-11 Chapter 11 (Cases Jointly Administered) <u>CONFIRMATION HEARING AND BAR DATE FOR CLAIMS:</u> Date: June 20, 2002 Time: 9:30 a.m. Place: Courtroom 22nd Floor 235 Pine Street San Francisco, California</p>

**ORDER APPROVING DISCLOSURE STATEMENT AND FIXING TIME FOR FILING
ACCEPTANCES OR REJECTIONS OF PLAN COMBINED WITH NOTICE THEREOF
AND NOTICE OF BAR DATE FOR HOLDERS OF ADMINISTRATIVE CLAIMS FOR
CLICK REWARDS POINTS**

1 A Debtor's Disclosure Statement (May 7, 2002) (the "Disclosure Statement")
2 under chapter 11 of the Bankruptcy Code having been filed by debtors and debtors in
3 possession Netcentives, Inc., Post Communications, Inc., and Maxmiles, Inc. (the
4 "Debtors") on May 7, 2002, referring to the Debtor's Plan of Reorganization (May 7,
5 2002) (the "Plan") under chapter 11 of the Code filed by the Debtors on the same date;
6 and,
7

8 It having been determined after hearing on notice that the Disclosure Statement
9 contains adequate information:

10 IT IS ORDERED and notice is hereby given, that:

11 A. The Disclosure Statement is approved.

12 B. By the close of business on May 13, 2002, the Plan, the Disclosure
13 Statement, a copy of this Order, and a ballot in the form attached hereto as Exhibit "A"
14 shall be mailed to all scheduled creditors and creditors who have filed a claim with the
15 Bankruptcy Court, all equity security holders, and other parties in interest except as
16 provided in paragraph C below, and the United States Trustee, as provided in
17 Fed.R.Bankr.P. 3017(d). The form of ballot attached is hereby approved. By this date,
18 the Debtors shall also provide to the Bankruptcy Court a floppy disk or compact disk
19 with the plan, ballot, disclosure statement and this order in scanned PDF format.
20
21

22 C. By the close of business on May 17, 2002, notice of the confirmation
23 hearing shall be sent by email to any other creditors in this bankruptcy case for whom
24 the Debtors can identify only by an email address or URL, except for those creditors
25 who have indicated that they wish to be unsubscribed from the Debtors' email list and
26 to receive no further messages. The form of notice to be transmitted attached hereto
27 as Exhibit "B" is approved.
28

D. June 13, 2002, at 5:00 p.m. is fixed as the last day for delivering written

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acceptances or rejections of the Plan to counsel in the caption of this pleading.

E. June 13, 2002, is fixed as the last day for filing and serving pursuant to Fed.R.Bankr.P. 3020(b)(1) written objections to confirmation of the Plan.

E. June 20, 2002 at 9:30 a.m. is fixed for the hearing on confirmation of the Plan.

PLEASE TAKE NOTICE THAT June 20, 2002, is also the last day for any person or entity who or which wishes to assert a claim against the Debtors for points earned under the Netcentives Click Rewards program between October 5, 2001, and December 25, 2001. Claims may be mailed to the Bankruptcy Court at Post Office Box 7341, San Francisco, California, 94120-7341, or delivered in person to 235 Pine Street, San Francisco, California, 19th floor. Any person or entity who or which files a claim later than this date may be subject to objection to having that claim barred as untimely.

Dated: MAY 13 2002
(effective as of MAY 7 2002)

DENNIS MONTALI
Honorable Dennis Montali
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA, DIVISION 3

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In re
NETCENTIVES, INC.,
Debtor.

Case No. 01-32597 -SFM-11
(LEAD CASE)

Chapter 11

In re
POST COMMUNICATIONS, INC.,
Debtor.

Case No. 01-32620-SFM-11

Chapter 11

In re
MAXMILES, INC.,
Debtor.

Case No. 01-32621-SFM-11

Chapter 11

(Cases Jointly Administered)

CONFIRMATION HEARING:

Date: June 20, 2002

Time: 9:30 a.m.

Place: Courtroom 22nd Floor

235 Pine Street

San Francisco, California

BALLOT

Filed By _____

The plan referred to in this ballot can be confirmed by the court and thereby made binding on you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class voting on the plan. In the event that the requisite acceptances are not obtained, the court may nevertheless confirm the plan if the court finds that the plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of §1129(b) of the Code. To have your vote count you must complete and return this ballot.

The undersigned, a creditor of the above-named debtor in the unpaid amount of

\$ _____

A creditor of

[Check One Box]

- Netcentives, Inc.
- Post Communications, Inc.
- Maxmiles, Inc.
- Other _____ (please specify)

[Check One Box]

- Accepts
- Rejects

the Debtors' Plan Of Reorganization (May 7, 2002)

Dated: _____

Print or type name: _____
 Signature: _____
 Name of Creditor : _____
 Its: _____

Address : _____

Return this ballot on or before 5:00 p.m.
June 13, 2002, to:

ROBERT G. HARRIS
 BINDER & MALTER
 2775 Park Avenue
 Santa Clara, CA 95050
 FAX (408) 295-1531

EXHIBIT "A"

TO ALL CREDITORS AND PARTIES IN INTEREST OF NETCENTIVES, INC., POST COMMUNICATIONS, INC., AND MAXMILES, INC.:

A Debtor's Disclosure Statement (May 7, 2002) (the "Disclosure Statement") under chapter 11 of the Bankruptcy Code having been filed by debtors and debtors in possession Netcentives, Inc., Post Communications, Inc., and Maxmiles, Inc. (the "Debtors") on May 7, 2002, referring to the Debtor's Plan of Reorganization (May 7, 2002) (the "Plan") under chapter 11 of the Code filed by the Debtors on the same date; and,

It having been determined after hearing on notice that the Disclosure Statement contains adequate information:

IT IS ORDERED and notice is hereby given, that:

- A. The Disclosure Statement is approved.
- B. By the close of business on May 13, 2002, the Plan, the Disclosure Statement, a copy of this Order, and a ballot in the form attached to the order approving disclosure statement as Exhibit "A" shall be mailed to all scheduled creditors and creditors who have filed a claim with the Bankruptcy Court, all equity security holders, and other parties in interest except as provided in paragraph C below, and the United States Trustee, as provided in Fed.R.Bankr.P. 3017(d). The form of ballot so attached has been approved by the Bankruptcy Court. By this date, the Debtors shall also provide to the Bankruptcy Court a floppy disk or compact disk with the plan, ballot, disclosure statement and this order in scanned PDF format.
- C. By the close of business on May 17, 2002, notice of the confirmation hearing shall be sent by email to any other creditors in this bankruptcy case for whom the Debtors can identify only by an email address or URL, except for those creditors who have indicated that they wish to be unsubscribed from the Debtors' email list and to receive no further messages. The form of notice to be transmitted attached as Exhibit "B" to the order approving the disclosure statement has been approved.
- D. June 13, 2002, at 5:00 p.m. is fixed as the last day for delivering written acceptances or rejections of the Plan to Binder & Malter, LLP, 2775 Park Avenue, Santa Clara, CA 95050, facsimile (408) 295-1531.
- E. June 13, 2002, is fixed as the last day for filing and serving pursuant to Fed.R.Bankr.P. 3020(b)(1) written objections to confirmation of the Plan.
- E. June 20, 2002 at 9:30 a.m. is fixed for the hearing on confirmation of the Plan.

PLEASE TAKE NOTICE THAT June 20, 2002, is also the last day for any person or entity who or which wishes to assert a claim against the Debtors for points earned under the Netcentives Click Rewards program between October 5, 2001, and December 25, 2001. Any person or entity who or which files a claim later than this date may be subject to objection to having that claim barred as untimely.

The Plan, Disclosure Statement, the ballot and the Order may be viewed and downloaded at the web site for the United States Bankruptcy Court for the Northern District of California (<http://www.cand.uscourts.gov>) By clicking on the Netcentives, Inc. button on the main page.

If you'd like to unsubscribe hit "REPLY" and type "UNSUBSCRIBE"
as the subject line of the message.

EXHIBIT "B"